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Proposed Co-Counsel for the Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:) Chapter 11
)
BARNEYS NEW YORK, INC., *et al.*,¹) Case No. 19-36300 (CGM)
)
Debtors.) (Jointly Administered)
)

**NOTICE OF FILING OF
THE APPROVED BUDGET**

PLEASE TAKE FURTHER NOTICE that on August 15, 2019, the Court entered the *Second Interim Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, and 507 and Fed. R. Bankr. P. 2002, 4001 and 9014 (I) Authorizing Debtors and Debtors in Possession to Obtain Junior Lien Post-Petition Financing, (II) Authorizing Use of Cash Collateral, (III) Granting Liens*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Barneys New York, Inc. (1818); Barney's Inc. (2980); BNY Catering, Inc. (4434); BNY Licensing Corp. (4177); and Barneys Asia Co. LLC (0819). The location of the Debtors' service address is 575 Fifth Avenue, New York, New York 10017.

and Superpriority Claims, (IV) Granting Adequate Protection to Prepetition Secured Parties, (V) Modifying the Automatic Stay, (VI) Scheduling A Final Hearing, and (VII) Granting Related Relief [Docket No. 127] (the “Second Interim Order”).

PLEASE TAKE FURTHER NOTICE that the Debtors hereby file the approved DIP budget (the “Approved Budget”), attached hereto as Exhibit A.

PLEASE TAKE FURTHER NOTICE that the Debtors reserve the right to materially alter, amend, or modify the Amended Second Interim DIP Order; provided, that if the Amended Second Interim DIP Order is altered, amended, or modified in any materials respect, the Debtors will file a revised version of such document with the Court.

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Dated: August 15, 2019
New York, New York

/s/ Joshua A. Sussberg, P.C.

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EXHIBIT A

Approved Budget

Barneys - Weekly Cash Flow Projection

(\$ in 000s)

Week Actual/Forecast Week Ending	1	2	3	4	5	6	7	8	9	10	11	
	Actual			Estimate		Forecast for the Week Ended,						
	20-Jul	27-Jul	3-Aug	10-Aug	17-Aug	24-Aug	31-Aug	7-Sep	14-Sep	21-Sep	28-Sep	
[1] Total Cash Receipts	\$10,266	\$9,663	\$9,840	\$83,923	\$151,466	\$9,295	\$10,542	\$12,306	\$15,719	\$14,003	\$14,700	
[2] Total Operating Disbursements	(7,257)	(5,708)	(8,887)	(6,548)	(11,085)	(7,361)	(7,567)	(14,268)	(6,786)	(7,754)	(9,592)	
[3] Net P-Card	(1,948)											
[4] Net Operating Cash Flows	\$1,061	\$3,955	\$953	\$77,375	\$140,381	\$1,934	\$2,974	(\$1,962)	\$8,933	\$6,249	\$5,108	
[5] Bankruptcy Related Cash Flows	(694)	(1,831)	(3,375)	(5,957)	(6,498)	(2,634)	(2,964)	(1,934)	(1,434)	(1,184)	(1,409)	
[6] Net Cash Flows	\$367	\$2,124	(\$2,422)	\$71,418	\$133,382	(\$700)	\$11	(\$3,746)	\$6,444	\$5,065	\$3,699	
[7] Total Borrowing Base Availability	\$169,641	\$166,350	\$167,472	\$105,917	\$206,973	\$206,952	\$201,928	\$202,213	\$198,719	\$194,400	\$188,849	
[8] Less: Debt Balance prior to Advance Request	(114,020)	(111,896)	(114,318)	(64,442)	(186,364)	(186,343)	(181,821)	(182,076)	(178,930)	(175,041)	(170,044)	
[9] Less: Letters of Credit	(26,224)	(26,828)	(26,828)	(20,862)	-	-	-	-	-	-	-	
[10] Less: Restructuring Reserve	(5,000)	(5,000)	(5,000)	-	-	-	-	-	-	-	-	
[11] Net Availability	\$24,397	\$22,626	\$21,326	\$20,613	\$20,609	\$20,609	\$20,107	\$20,137	\$19,789	\$19,360	\$18,805	
[12] Net Availability after 10% MEA Block	2,433	1,616	316	0	0	0	0	0	0	0	0	
[13] Cash Balance	-	-	-	14,113	6,343	5,622	1,111	(2,380)	917	2,094	795	
[14] Liquidity Credit	-	-	-	500	1,000	1,500	2,000	2,750	3,000	3,500	4,000	
[15] Adjusted Total Liquidity	-	-	-	14,614	7,343	7,122	3,111	370	3,917	5,594	4,795	